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 2850 South Jones Boulevard, Suite 1  
 Las Vegas, Nevada 89146-5308  
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 Facsimile: (702) 892-0122  
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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

Chapter 11

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,  
 Debtor.

Jointly Administered Under  
 Case No. BK-S-06-10725 LBR

In re:  
 USA CAPITAL FIRST TRUST DEED FUND, LLC,  
 Debtor.

Date: March 18, 2006  
 Time: 9:30 a.m.

In re:  
 USA SECURITIES, LLC,  
 Debtor.

Affects:

- ☐ All Debtors
- ☒ USA Commercial Mortgage Company
- ☐ USA Securities, LLC
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA First Trust Deed Fund, LLC

**DECLARATION OF THOMAS J.  
 ALLISON IN SUPPORT OF DEBTOR'S  
 OPPOSITION TO ALEXANDER,  
 RONNING, AND BENINCASA MOTIONS  
 (AFFECTS USA COMMERCIAL  
 MORTGAGE CO.)**

**SCHWARTZER & MCPHERSON LAW FIRM**  
 2850 South Jones Boulevard, Suite 1  
 Las Vegas, Nevada 89146-5308  
 Tel: (702) 228-7590 Fax: (702) 892-0122

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Las Vegas, Nevada 89146-5308  
Tel: (702) 228-7590 · Fax: (702) 892-0122

1 I, Thomas J. Allison, hereby declare, verify and state as follows:

2 1. I make this Declaration in support of the OPPOSITION TO MOTIONS FOR  
3 RELEASE OF FUNDS FROM INVESTOR ACCOUNT FILED BY: (1) STANLEY  
4 ALEXANDER TRUST, ET AL., (2) GRABLE B. RONNING, ET AL., AND (3) JASPER  
5 BENINCASA, ET AL. (the "Opposition"), which was filed recently by USA Commercial  
6 Mortgage Company ("USA"), one of the Debtors in these jointly administered cases. I make this  
7 Declaration based upon my personal knowledge of facts and circumstances of which I am aware in  
8 my capacity as the interim Chief Restructuring Officer and President of USA. Capitalized terms  
9 used by not otherwise defined herein are defined in the Opposition.

10 2. One of the services USA provided prior to the filing of USA's bankruptcy petition,  
11 which occurred April 13, 2006 (the "Petition Date"), was to broker assignments of fractional loan  
12 interests from Direct Lenders who desired to liquidate certain of their interests ("Assignors") to  
13 other Direct Lenders who desired to acquire fractional loan interests ("Assignees").

14 3. On the Petition Date, USA was holding a total of \$1,784,971.99, plus some accrued  
15 interest, in its pre-petition "Investors Trust Account" at Wells Fargo Bank (the "WFB Investor  
16 Account") in connection with such assignments.

17 4. Although USA is still investigating the details relating to the \$1,784,971.99  
18 amount, it appears that the amount represents funds that Assignees transmitted for investment to  
19 the WFB Investor Account shortly before the Petition Date that were in turn transmitted to  
20 Assignors in checks drawn on the WFB Investor Account that had not cleared as of the Petition  
21 Date. USA had sent the checks to the Assignors upon receipt from the Assignors of an executed  
22 and notarized document entitled "Assignment of Beneficial Interest in Deed of Trust"  
23 ("Assignment") specifying the name of the intended Assignee and the amount of the fractional  
24 loan interest assigned. When the checks from USA to the Assignors were presented for payment  
25 from the WFB Investor Account shortly after the Petition Date, they did not clear due to the filing  
26 of USA's bankruptcy petition.

27 5. Later, on April 19, 2006, Wells Fargo Bank permitted one of the checks in the  
28 amount of \$100,000, which had been re-deposited, to clear the WFB Investor Account. On May

1 2, 2006, USA transferred \$1,877,080.27, which was the entire balance of the WFB Investor  
2 Account on that date, consisting of the \$1,784,971.99 amount discussed above, plus accrued  
3 interest of \$192,108.28, less the \$100,000 check Wells Fargo Bank allowed to clear post-petition,  
4 to USA's new DIP Investor Account at Bank of America, where the funds are still being held.

5 6. A spreadsheet providing a reconciliation of these amounts, along with information  
6 concerning the assignors, assignees, and serviced loans involved, is attached hereto as Exhibit A.

7 7. Attached hereto as Exhibit B is a copy of an Assignment from USA's records  
8 indicating an assignment of a \$100,000 beneficial interest in a loan in which Stanley and Florence  
9 Alexander were the Assignees and Robert W. Ulm as Trustee of the Ulm Living Trust was the  
10 Assignor, which assignment relates to funds now held in the "DIP Investor Account" (as defined  
11 in the Opposition).

12 8. Attached hereto as Exhibit C are documents from USA's records providing  
13 information about other loans serviced by USA in which the Alexander movants acquired an  
14 interest pursuant to their \$53,000, \$100,000, and \$125,000 investments that have no connection to  
15 the funds now held in the DIP Investor Account.

16 9. Copies from USA's records of three Assignments totaling \$200,000 that were  
17 executed by the Ronning movants as Assignors relating to funds in the DIP Investor Account are  
18 attached hereto as Exhibit D.

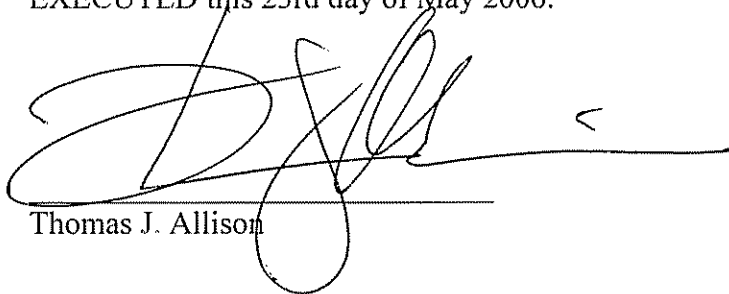
19 10. Attached hereto as Exhibit E are copies from USA's records of documents  
20 indicating that the remaining \$150,000 amount addressed by the Ronning Objection are not  
21 connected to funds being held in the DIP Investor Account, including two pre-petition  
22 Assignments made to the Ronning movants as Assignees totaling \$100,000, plus selected pages  
23 from the First Amendment to Deed of Trust dated March 21, 2006 and recorded April 5, 2006,  
24 evidencing the \$50,000 completed investment by The Wild Water Limited Partnership (one of the  
25 Ronning movants).

26 11. Attached hereto as Exhibit F are copies from USA's records of \$50,000  
27 Assignment and a \$25,000 Assignment in which the Benincasa movants became Assignees as to  
28 \$75,000 in funds traceable to the DIP Investor Account.

1           12.     A copy of a third Assignment from USA's records indicating that the remaining  
2     \$35,000 amount invested by the Benincasa movants is not traceable to the DIP Investor Account is  
3     attached hereto as Exhibit G.

4           I declare, under penalty of perjury, that the foregoing statements are true and correct to the  
5     best of my information and belief.

6  
7           EXECUTED this 23rd day of May 2006.

8  
9             
10          \_\_\_\_\_  
11          Thomas J. Allison

**EXHIBIT A**

USA Commercial Mortgage "Investors Trust" Account  
 Bank Reconciliation  
 Wells Fargo Bank  
 Account #046-5657146  
 GL account #1000-01020

General Checking  
 April 2006  
 Outstanding Checks

| Check # | Amount          | Payable To (Assignor)   | Date of USA check | Loan                    | Assignee   |
|---------|-----------------|---|-------------------|-------------------------|--|
| 2955    | 25,000.00       | John Dutkin, Trustee  | 3/27/2006         | Fiesta USA Stoneridge   | Howard Connell and Lorene Connell  |
| 2958    | 12,500.00       | Beverly J. Stiles, Trust  | 3/27/2006         | Fiesta USA Stoneridge   | Howard Connell and Lorene Connell  |
| 2967    | 25,000.00       | John Dutkin, Trustee  | 3/30/2006         | Fiesta USA Stoneridge   | Jean Jacques Berthelot Trustee of the Berthelot Living Trust dated 4-9-03          |
| 2985    | 25,000.00       | Robert J. & Ruth A. Kehl  | 4/5/2006          | HFA Clear Lake          | First Trust Co of onaga C/F Karen Moberly IRA                                      |
| 2986    | 6,120.90        | John Dutkin, Trustee  | 4/5/2006          | Brookmere               | First Trust Co of onaga C/F Karen Moberly IRA                                      |
| 2992    | 540,000.00      | Rocklin/Redding LLC   | 4/5/2006          | Fiesta USA Stoneridge   | Betty Kostup   |
|         |                 | Rocklin/Redding LLC   |                   | Fiesta USA Stoneridge   | William P. Kenny and Nancy J. Costello   |
|         |                 | Rocklin/Redding LLC   |                   | Fiesta USA Stoneridge   | Gareth AR crane Trustee of the Gareth A. R crane Trust dated 6-                    |
|         |                 | Rocklin/Redding LLC   |                   | Fiesta USA Stoneridge   | Porter A. Hurt   |
|         |                 | Rocklin/Redding LLC   |                   | Fiesta USA Stoneridge   | Alan B. Bennett  |
|         |                 | Rocklin/Redding LLC   |                   | Fiesta USA Stoneridge   | Ronald G Gardener Trustee of the Ronald G Gardener Trust                           |
|         |                 | Rocklin/Redding LLC   |                   | Fiesta USA Stoneridge   | George W. Hubbard and Carol N Hubbard  |
|         |                 | Rocklin/Redding LLC   |                   | Fiesta USA Stoneridge   | Donald Pinsker   |
| 2998    | 25,000.00       | Retirement Accounts Inc C/F Judd Robbins IRA                              | 4/7/2006          | Del Valle Isleton       | Jeff P Dillenburg and Karen A. Dillenburg and Paul D Graf and Margaret A. Graf     |
| 2999    | 100,000.00      | Daniel & Laura Drubin   | 4/7/2006          | Fiesta USA Stoneridge   | Bunny Vreeland and Scott A. Kusich   |
| 3002    | 100,000.00      | Grable B. Ronning   | 4/7/2006          | Fiesta Murreta          | Dina Ladd  |
| 3003    | 50,000.00       | Gregory W. & Carrie M. Stimpson   | 4/7/2006          | The Gardens Timeshare   | Mary Ann Deal  |
| 3004    | 1,351.09        | Castulo O. Martinez   | 4/7/2006          | Beau Rivage             | Monighetti, Inc  |
| 3005    | 50,000.00       | The Wild Water LP   | 4/7/2006          | Fiesta Murreta          | John G. Schlichting and Elizabeth A. Schlichting                                   |
| 3006    | 50,000.00       | Crosbie B. Ronning  | 4/10/2006         | Fiesta Murreta          | Donald S. Tomlin and Dorothy R. Tomlin Trustee of the Donald S. Tomlin             |
| 3007    | 50,000.00       | Daniel & Laura Drubin   | 4/10/2006         | Fiesta USA Stoneridge   | Donald S. Tomlin and Dorothy R. Tomlin Trustee of the Donald S. Tomlin             |
| 3009    | 50,000.00       | First Saving Bank C/F George J. Motto IRA                                 | 4/11/2006         | Harbor Georgetown       | Mark L. Eames and Sandra K Eames   |
| 3010    | 50,000.00       | John Robert Mallin Jr. & Marie Theresa Mallin, Trustee                    | 4/11/2006         | Harbor Georgetown       | Robert L. Ogren Trustee for the benefit of the Robert L. Ogren Trust dated 6-30-92 |
| 3011    | 50,000.00       | Phillip N. & Bentia M. Ralston, Trustee                                   | 4/11/2006         | Fiesta Murreta          | Jasper Benincasa JR  |
| 3013    | 100,000.00      | James Feeney Trustee  | 4/12/2006         | Margarita Annex         | Pat A. Dolce and Lora Dean Dolce   |
| 3015    | 50,000.00       | Janis N. Romo C/F Mario W. Romo   | 4/12/2006         | Del Valle Isleton       | Jasper Benincasa JR  |
| 3016    | 50,000.00       | Maretta S. Von Berg, Trustee  | 4/12/2006         | Hasley Canyon           | Drs Stanley Alexander and Florence Alexander                                       |
| 3017    | 25,000.00       | Phillip N. & Bentia M. Ralston, Trustee                                   | 4/12/2006         | Fiesta Murreta          | MW Gorts and Company and Edwin Arnold IRA  |
| 3018    | 100,000.00      | Robert W. Uhm, Trustee Living Trust                                       | 4/12/2006         | Hasley Canyon           | M Craig Medoff Trustee of the Medoff Family Trust dated 9-1-88                     |
| 3019    | 150,000.00      | USA Capital First Trust Deed Fund   | 4/12/2006         | Margarita Annex         |  |
| 3020    | 100,000.00      | Peter A. & Fabiola A. Bolino  | 4/13/2006         | Marquis Hotel and Vasco |  |
|         | \$ 1,784,971.99 |   |                   |                         |  |
|         | (100,000.00)    | Check cleared by Bank   |                   |                         |  |
|         | 192,108.28      | Interest  |                   |                         |  |
|         | \$ 1,877,080.27 | Balance Transferred 5/2/06 to new DIP Investor Account at Bank of America |                   |                         |  |

**EXHIBIT B**

Apr-03-2006 19:56 From-USA Capital

T-568 P.001/009 F-473

When Recorded, Return To:  
 USA Commercial Mortgage Company  
 4484 South Pecos Road  
 Las Vegas, NV 89121

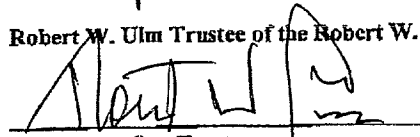
### ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to Drs. Stanley Alexander and Florence Alexander, husband and wife, as joint tenants with right of survivorship Acct.#1 ("Assignee"), One Hundred Thousand Dollars (\$100,000) of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated November 5, 2003, executed by Los Valles Land & Golf, LLC - Hasley Canyon, a Delaware limited liability company as Trustor and First American Title Company as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Deed of Trust was recorded on March 17, 2004, as Instrument No. 04-0634651 in the Official Records of Los Angeles County, California.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 4 day of April, 2006.

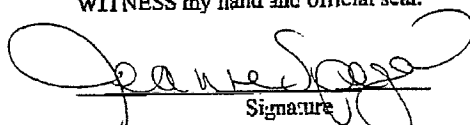
ASSIGNOR: Robert W. Ulm Trustee of the Robert W. Ulm Living Trust dated 4/11/05

  
 Robert W. Ulm, Trustee

STATE OF Georgia )  
 ) ss.  
 COUNTY OF Camden )

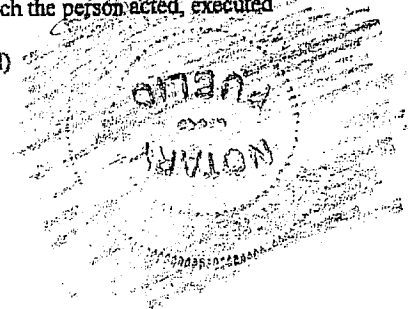
On April 4, 2006, before me, Jeannie Spaga, a Notary Public in and for said State, personally appeared Robert W. Ulm Trustee of the Robert W. Ulm Living Trust dated 4/11/05, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

  
 Signature

Notary Public, Camden County, Georgia  
 My Commission Expires April 24, 2007

(Seal)





**EXHIBIT C**

When Recorded, Return To:

USA Capital  
4484 South Pecos Road  
Las Vegas, NV 89121



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Page: 1 of 29  
03/03/2006 03:02P  
Bk-A113 Pg-1408

DEED OF TRUST, ASSIGNMENT OF RENTS,  
SECURITY AGREEMENT AND FIXTURE FILING

THIS DEED OF TRUST, ASSIGNMENT OF RENTS, SECURITY AGREEMENT AND FIXTURE FILING (this "Deed of Trust"), made this 1<sup>st</sup> day of March, 2006, by and between I-40 Gateway West, LLC, a New Mexico limited liability company ("Trustor"), First American Title Insurance Company ("Trustee"), and those persons listed on Exhibit "A" attached hereto ("Beneficiary").

WITNESSETH:

That for good and valuable consideration, including the indebtedness herein recited and the trust herein created, the receipt of which is hereby acknowledged, and for the purpose of securing, in such priority as Beneficiary may elect, each of the following:

1. The due, prompt and complete payment, observance, performance and discharge of each and every obligation, covenant and agreement contained in Trustor's promissory note of even date herewith in the principal amount of One Million Sixty Five Thousand Dollars (\$1,065,000) (the "Note"), together with interest thereon specified therein, payable to the order of Beneficiary and any and all modifications, extensions or renewals thereof, whether hereafter evidenced by the Note or otherwise, and whether advanced now or in the future; and

2. The payment of all other sums, with interest thereon at the rate of interest provided for herein or in the Note, becoming due or payable under the provisions of this Deed of Trust, or any other instrument or instruments heretofore or hereafter executed by Trustor having reference to or arising out of or securing the indebtedness represented by the Note; and

3. The payment of such additional sums and interest thereof which may hereafter be loaned to Borrower, or its successors or assigns, by Beneficiary, whether or not evidenced by a promissory note or notes which are secured by this Deed of Trust; and

4. The due, prompt and complete observance, performance and discharge of each and every obligation, covenant and agreement of Borrower contained in the Note, and of Trustor

Return to: First American Title Ins. Co. GP#

## EXHIBIT "A"

LENDERS

| NAME  | AMOUNT    |
|---|-----------|
| 1 Premiere Holdings Inc Defined Benefit Pension Plan & Trust  | \$50,000  |
| 2 Drs. Stanley Alexander and Florence Alexander husband and wife as joint tenants with the rights of survivorship           | \$53,000  |
| 3 Donald E. Burt & Connie L. Cejmer Trustees of the Burt Family Trust #2  | \$50,000  |
| 4 Brian H. Busse & Dawn Busse husband & wife as joint tenants with right of survivorship                                    | \$50,000  |
| 5 Penny Lee Comsia Trustee of the Penny Lee Comsia Revocable Trust UDT 4/10/00  | \$40,000  |
| 6 Robert L. De Ruff Trustee of the De Ruff 1988 Trust dated 4/25/88   | \$25,000  |
| 7 Dionisio A. Fernandes MD and Fiola Fernandes husband and wife Joint Tenants with Right of Survivorship                    | \$25,000  |
| 8 Dennis Flier Trustee of the Dennis Flier Inc Defined Benefit Trust dated 6/29/87  | \$35,000  |
| 9 First Savings Bank Custodian For Edward C. Fraser IRA   | \$28,000  |
| 10 Alex G. Gassiot Trustee of the APG Trust dated 7/5/00  | \$25,000  |
| 11 Sylvia Goldenthal & Jack Goldenthal husband & wife as joint tenants with right of survivorship                           | \$100,000 |
| 12 James Paul Goode an unmarried man  | \$50,000  |
| 13 First Savings Bank Custodian For Jay P. Hingst IRA   | \$25,000  |
| 14 John Lafayette & Marina Lafayette husband & wife as joint tenants with right of survivorship                             | \$25,000  |
| 15 James F. Lawrence and Arla M. Lawrence trustees of The James F. Lawrence and Arla Lawrence Revocable Trust Dated 1-19-04 | \$75,000  |
| 16 Patrick P. Lynch a single man  | \$25,000  |
| 17 William L. Montgomery Jr. an unmarried man   | \$200,000 |
| 18 James P. Randisi and Mary M. Randisi husband and wife as joint tenants with the rights of survivorship                   | \$25,000  |
| 19 Ira Jay Shapiro an unmarried man and Anton Trapman an unmarried man as joint tenants with the right or survivorship      | \$25,000  |
| 20 Frank Snopko Trustee of the Charlotte Snopko Marital Trust dated 8/31/04   | \$35,000  |
| 21 Frank Snopko Trustee of the Charlotte Snopko Residual Trust dated 8/31/04  | \$15,000  |
| 22 Adam Walker and Rachel Walker husband and wife as Joint Tenants with Right of Survivorship                               | \$50,000  |

Prepared by & When Recorded Return To:  
USA Commercial Mortgage Company  
4484 South Pecos Road  
Las Vegas, NV 89121  
(702) 734-2400

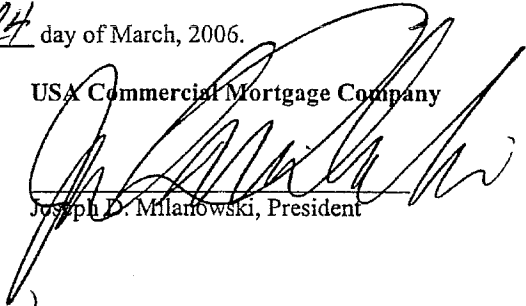
**ASSIGNMENT OF BENEFICIAL INTEREST  
IN DEED OF TRUST**

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **Dr. Stanley Alexander and Florence Alexander, husband and wife, as joint tenants with right of survivorship Acct.#2 ("Assignee")**, **One Hundred Twenty-Five Thousand Dollars (\$125,000)** of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated December 7, 2005, executed by, **Lerin Hills, LTD.** as Trustor, **Scott K. McDonald, Esq.**, as Trustee, in favor of those persons listed on Exhibit "A" thereto as beneficiaries. The Deed of Trust was recorded on December 21, 2005 as Instrument No. 00203809, in the Official Records of Kendall County, Texas.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 24 day of March, 2006.

ASSIGNOR: USA Commercial Mortgage Company

  
Joseph D. Milanowski, President

STATE OF NEVADA )


) ss.

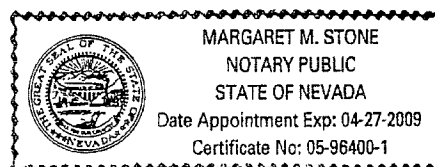
COUNTY OF CLARK )

On March 24, 2006, before me, Margaret M. Stone, a Notary Public in and for said State, personally appeared **Joseph D. Milanowski**, President of USA Commercial Mortgage Company, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

(Seal)

WITNESS my hand and official seal.

  
Signature



Prepared by & When Recorded Return To:  
USA Commercial Mortgage Company  
4484 South Pecos Road  
Las Vegas, NV 89121  
(702) 734-2400

**ASSIGNMENT OF BENEFICIAL INTEREST  
IN DEED OF TRUST**

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **Dr. Stanley Alexander and Florence Alexander, husband and wife, as joint tenants with the rights of survivorship** ("Assignee"), **One Hundred Thousand Dollars (\$100,000)** of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated December 7, 2005, executed by, **Lerin Hills, LTD.** as Trustor, Scott K. McDonald, Esq., as Trustee, in favor of those persons listed on Exhibit "A" thereto as beneficiaries. The Deed of Trust was recorded on December 21, 2005 as Instrument No. 00203809, in the Official Records of Kendall County, Texas.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 24 day of March, 2006.

ASSIGNOR: USA Commercial Mortgage Company

  
Joseph D. Milanowski, President

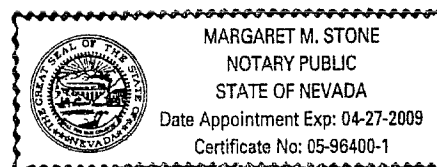
STATE OF Nevada )  
COUNTY OF Clark ) ss.

On March 24, 2006, before me, Margaret M. Stone, a Notary Public in and for said State, personally appeared **Joseph D. Milanowski**, President of USA Commercial Mortgage Company, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

(Seal)

WITNESS my hand and official seal.

  
Signature



**EXHIBIT D**

When Recorded Return To:  
 USA Commercial Mortgage Company  
 4484 South Pecos Road  
 Las Vegas, NV 89121

### ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **Bunny C. Vreeland, an unmarried woman ("Assignee") Fifty Thousand Dollars (\$50,000)** of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated April 14, 2005 executed by **Fiesta Development, Inc.** Trustor, Orange Coast Title Company as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Deed of Trust was recorded on April 15, 2005 as Instrument No. 2005-0298213 in the Official Records of Riverside County, California. The current Beneficiaries are shown on Exhibit "A" attached hereto.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 31<sup>st</sup> day of March, 2006.

ASSIGNOR: Grable B. Ronning, an unmarried woman

Grable B. Ronning  
 Grable B. Ronning

STATE OF NV )  
 ) ss.  
 COUNTY OF Washoe )

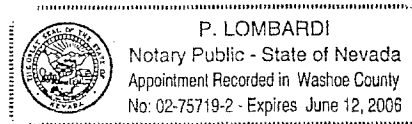
On 3/31, 2006, before me, P. Lombardi, a Notary Public in and for said State, personally appeared **Grable B. Ronning**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

(Seal)

WITNESS my hand and official seal.

P. Lombardi

Signature



When Recorded Return To:  
 USA Commercial Mortgage Company  
 4484 South Pecos Road  
 Las Vegas, NV 89121

### ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **Scott A. Kusich, a married man dealing with his sole & separate property ("Assignee") Fifty Thousand Dollars (\$50,000)** of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated April 14, 2005 executed by **Fiesta Development, Inc.** Trustor, Orange Coast Title Company as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Deed of Trust was recorded on April 15, 2005 as Instrument No. 2005-0298213 in the Official Records of Riverside County, California. The current Beneficiaries are shown on Exhibit "A" attached hereto.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 3<sup>rd</sup> day of March, 2006.

ASSIGNOR: **Grable B. Ronning, an unmarried woman**

Grable B. Ronning  
 Grable B. Ronning

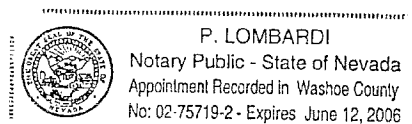
STATE OF NV )  
 ) ss.  
 COUNTY OF Washoe )

On 3/31, 2006, before me, P. Lombardi, a Notary Public in and for said State, personally appeared **Grable B. Ronning**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

(Seal)

WITNESS my hand and official seal.

P. Lombardi  
 Signature





When Recorded Return To:  
 USA Commercial Mortgage Company  
 4484 South Pecos Road  
 Las Vegas, NV 89121

### ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to Monighetti, Inc., a Nevada corporation ("Assignee") Fifty Thousand Dollars (\$50,000) of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated April 14, 2005 executed by Fiesta Development, Inc. Trustor, Orange Coast Title Company as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Deed of Trust was recorded on April 15, 2005 as Instrument No. 2005-0298213 in the Official Records of Riverside County, California. The current Beneficiaries are shown on Exhibit "A" attached hereto.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 31<sup>st</sup> day of March, 2006.

ASSIGNOR: The Wild Water Limited Partnership, a Nevada limited partnership  
 By: Snowy Lake, LLC, General Partner

By Grable B. Ronning  
 Grable B. Ronning, Manager

STATE OF NV )  
 ) ss.  
 COUNTY OF Washoe )

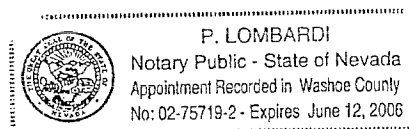
On 3/31, 2006, before me, P. Lombardi, a Notary Public in and for said State, personally appeared **Grable B. Ronning, Manager of Snowy Lake, LLC, General Partner of The Wild Water Limited Partnership, a Nevada limited partnership**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

(Seal)

WITNESS my hand and official seal.

P. Lombardi

Signature



When Recorded Return To:  
 USA Commercial Mortgage Company  
 4484 South Pecos Road  
 Las Vegas, NV 89121

### ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **Monighetti, Inc., a Nevada corporation** ("Assignee") **Fifty Thousand Dollars (\$50,000)** of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated April 14, 2005 executed by **Fiesta Development, Inc.** Trustor, Orange Coast Title Company as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Deed of Trust was recorded on April 15, 2005 as Instrument No. 2005-0298213 in the Official Records of Riverside County, California. The current Beneficiaries are shown on Exhibit "A" attached hereto.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 31<sup>st</sup> day of March, 2006.

ASSIGNOR: **Crosbie B. Ronning, a single woman**

Crosbie B. Ronning  
 Crosbie B. Ronning

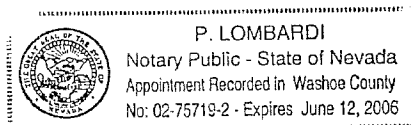
STATE OF NV )  
 ) ss.  
 COUNTY OF Washoe )

On 3/31, 2006, before me, P. Lombardi, a Notary Public in and for said State, personally appeared **Crosbie B. Ronning**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

(Seal)

WITNESS my hand and official seal.

P. Lombardi  
 Signature



**EXHIBIT E**

MAY 09 2006 2:32PM RONNING 775-832-0682 P.1

CROSBIE B. RONNING  
P.O. BOX 8410  
INCLINE VILLAGE, NV 89452

EDWARDS 434

Date 03/24/06 82-15311

Pay to the Order of USA Commercial Mortgage Investors Trust  
Fifty thousand dollars & 00/100 \$50,000.00

PNCBANK  
Wilmington, Delaware

For TO 22 10 mo. 2006 Mortgage

Crosbie B. Ronning

⑆031100157⑆ 1941107093⑈ 0434

From USAC First Trust Real Fund

When Recorded, Return To:  
 USA Commercial Mortgage Company  
 4484 South Pecos Road  
 Las Vegas, NV 89121

### ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **Crosbie B. Ronning, a single woman ("Assignee")**, **Fifty Thousand Dollars (\$50,000)** of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated July 26, 2004, executed by John E. King and Carole D. King, husband and wife as Trustor, First American Title Company as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Deed of Trust was recorded on July 30, 2004 as Instrument No. 2004068161 in the Official Records of San Luis Obispo County, California.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 31 day of March, 2006

ASSIGNOR: USA Capital First Trust Deed Fund  
 By: USA Capital Realty Advisors, LLC, its Manager  
 By: Joseph D. Milanowski, Managing Member

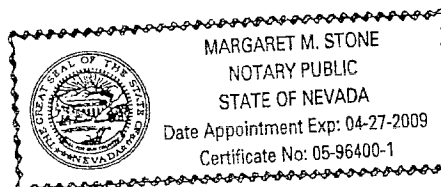
STATE OF Nevada )  
 ) ss.  
 COUNTY OF Clark )

On March 31, 2006, before me, Margaret M. Stone, a Notary Public in and for said State, personally appeared Joseph D. Milanowski, Managing Member of **USA Capital Realty Advisors, LLC, manager of USA Capital First Trust Deed Fund**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

(Seal)

WITNESS my hand and official seal.

Margaret M. Stone  
 Signature




p. 1

775-832-0682

RONNING

MAY 09 2006 2:35PM

|   |  |   |
|---|--|---|
| <b>GRABLE B. RONNING TTEE</b><br><b>BOSWORTH 1988 FAMILY TRUST</b><br>U/A DTD NOV 4 1988 FBO ERIC RONNING<br>P.O. BOX 7804<br>INCLINE VILLAGE, NV 89452 |  |  <b>Total Asset</b> 1441 |
| Pay to the Order of <u>USA Capital Com Mctg Inv Trust</u> \$ <u>50,000.00</u>   |  | Date <u>03/24/06</u> 67-15/311  |
| <u>Fifty thousand + 00/100</u>  |  | Dollars   |
| AG Edwards<br>PNC BANK<br>Wilmington, Delaware  |  |   |
| For TD Box 10 mg Margaretta Annex Grable B Ronning  |  |   |
| 1:03 1100 1571 1910 1853 8411   |  | 1441  |

From USA QFTDF

When Recorded, Return To:  
 USA Commercial Mortgage Company  
 4484 South Pecos Road  
 Las Vegas, NV 89121

### ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **Grable B. Ronning Trustee of the Bosworth 1988 Family Trust for the benefit of Eric Ronning dated 11/4/88 ("Assignee")**, Fifty Thousand Dollars (\$50,000) of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated July 26, 2004, executed by John E. King and Carole D. King, husband and wife as Trustor, First American Title Company as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Deed of Trust was recorded on July 30, 2004 as Instrument No. 2004068161 in the Official Records of San Luis Obispo County, California.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 31 day of March, 2006.

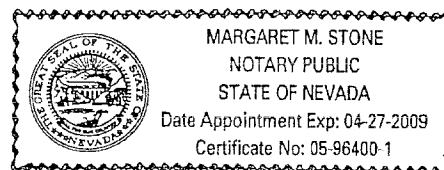
ASSIGNOR: USA Capital First Trust Deed Fund  
 By: USA Capital Realty Advisors, LLC, its Manager  
 By: [Signature]  
 Joseph D. Milanowski, Managing Member

STATE OF Nevada )  
 ) ss.  
 COUNTY OF Clark )

On March 31, 2006, before me, Margaret M. Stone, a Notary Public in and for said State, personally appeared Joseph D. Milanowski, Managing Member of USA Capital Realty Advisors, LLC, manager of USA Capital First Trust Deed Fund, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]  
 Signature



Recorded In Official Records, Merced County

**M. STEPHEN JONES**

County Recorder

4/05/2006

11:23 AM

R03

RECORDING REQUESTED BY:

Fidelity National

40 N. Central

Suite 2850

Phoenix, AZ 85004

Escrow # 206-01104

PREPARED BY AND WHEN RECORDED,  
RETURN TO:

USA Commercial Mortgage Company

4484 South Pecos Road

Las Vegas, Nevada 89121

(702) 734-2400

P Public

T

Doc#: 2006-024695



Titles: 1 Pages: 25

Fees 134.00

Taxes 0.00

Other 0.00

PAID \$134.00

CHICAGO TITLE

206-01104

52502387

FIRST AMENDMENT TO DEED OF TRUST



### FIRST AMENDMENT TO DEED OF TRUST

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Trustor hereby agrees to the execution, delivery, and recording of this Amendment to that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated January 23, 2006, executed by **Fox Hills 216, LLC**, a California limited liability company, **Fox Hills 99, LLC**, a California limited liability company, **Fox Hills 50, LLC**, a California limited liability company, and **Fox Hills Nursery, LLC**, a California limited liability company (collectively "Trustor") to **Fidelity National Title Insurance Company** as Trustee, in favor of those persons listed on Exhibit "A" as Beneficiaries. The Deed of Trust was recorded on February 10, 2006 as Document No. 2006-011230 in Official Records of Merced County, State of California.

1. Said Deed of Trust is hereby amended to increase the amount secured thereby from \$25,755,000 to \$25,980,000 to add a new **Exhibit "A"** (in the form attached hereto) thereto to reflect the present Beneficiaries.

2. Said Deed of Trust affects the real property described on **Exhibit "B"** hereto.

3. Said Deed of Trust is hereby amended to add the following new Section 5.19 as follows:

#### 5.19 Third-Party Trustor Waivers.

(a) **Definitions.** As used in this Section 5.19, "Third Party Indebtedness" means the amounts owing under the Note and all other indebtedness and other obligations owing by and attributable to Fox Hills Fresno Slough, LLC, a California limited liability company ("Fresno Borrower;" Fresno Borrower and each entity comprising Trustor are hereinafter referred to as "Borrower") under the Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing dated January 23, 2006 and recorded in the Official Records of Fresno County, California (the "Fresno Deed of Trust") and the other documents executed by Borrower that evidence, secure or relate to the Note.

(b) **Rights of Beneficiary.** Trustor authorizes Beneficiary to perform any or all of the following acts at any time in its sole discretion, all without notice to Trustor and without affecting Beneficiary's rights or Trustor's obligations under this Deed of Trust.

(i) Beneficiary may alter any terms of the Third Party Indebtedness or any part of it, including renewing, comprising, modifying, extending or accelerating, or otherwise changing the time for payment of or increasing or decreasing the rate of interest on, the Third Party Indebtedness or any part of it.

(ii) Beneficiary may take and hold security for the Third Party Indebtedness, accept additional or substituted security for that obligation, and subordinate, exchange, enforce, waive, release, reconvey, comprise, fail to perfect and sell or otherwise dispose of any such security.

execute and deliver this Deed of Trust. Trustor has received and approved copies of all other requested Loan Documents. Before signing this Deed of Trust, Trustor investigated the financial condition and business operations of Borrower and such other matters as Trustor deemed appropriate to assure itself of Borrower's ability to discharge its obligations in connection with the Third Party Indebtedness. Trustor assumes full responsibility for that due diligence and for keeping informed of all matters that may affect Borrower's ability to pay and perform its obligations to Beneficiary. Beneficiary has no duty to disclose to Trustor any information which Beneficiary may have or receive about Borrower's financial condition or business operations or any other circumstances bearing on Borrower's ability to perform.

(h) Counsel. Trustor acknowledges that Trustor has had adequate opportunity to carefully read this Deed of Trust and to consult with an attorney of Trustor's choice prior to signing it. No consent, approval or authorization of or notice to any person or entity is required in connection with Trustor's execution of and obligations under this Deed of Trust, and Trustor acknowledges its execution and delivery of this Deed of Trust is made voluntarily without any duress or undue influence of any kind.

Dated this 21 of March, 2006.

**TRUSTOR: Fox Hills 216, LLC,**

a California limited liability company

By: Catamount Management, LLC

a Utah limited liability company, its Manager

By: \_\_\_\_\_

Kent A. Hoggan, its Manager

**Fox Hills 99, LLC,**

a California limited liability company

By: Catamount Management, LLC

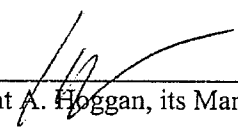
a Utah limited liability company, its Manager

By: \_\_\_\_\_

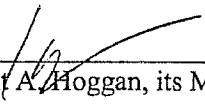
Kent A. Hoggan, its Manager

(additional signatures follow)

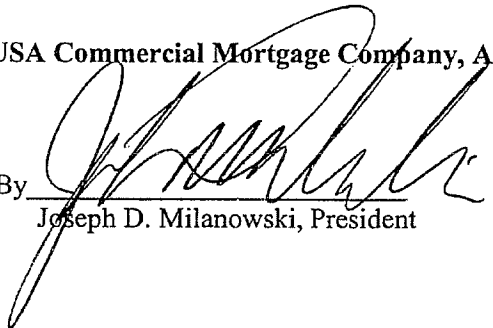
**Fox Hills 50, LLC,**  
a California limited liability company  
By: Catamount Management, LLC  
a Utah limited liability company, its Manager

By:   
Kent A. Hoggan, its Manager

**Fox Hills Nursery, LLC,**  
a California limited liability company  
By: Catamount Management, LLC  
a Utah limited liability company, its Manager

By:   
Kent A. Hoggan, its Manager

**BENEFICIARY: USA Commercial Mortgage Company, Attorney-in-Fact**

By:   
Joseph D. Milanowski, President

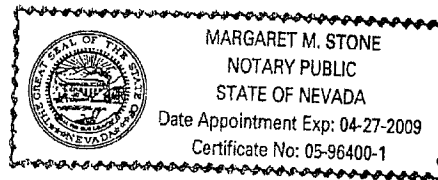
(Notary acknowledgment follows)

STATE OF NEVADA           )  
  ) ss.  
COUNTY OF CLARK        )

On March 20, 2006, before me, Margaret M. Stone, a Notary Public in and for said State, personally appeared **JOSEPH D. MILANOWSKI**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Margaret M. Stone  
Signature

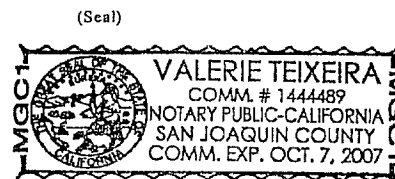


STATE OF California           )  
  ) ss.  
COUNTY OF San Joaquin

On March 21, 2006, before me, Valerie Teixeira, a Notary Public in and for said State, personally appeared **Kent A. Hoggan**, Manager of Catamount Management, LLC personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Valerie Teixeira  
Signature



## EXHIBIT "A"

LENDERS

|    | <u>NAMES</u>   | <u>AMOUNT</u> |
|----|--|---------------|
| 1  | Arthur V. Adams Trustee of the Arthur V. Adams Trust dated 9/12/97   | \$50,000      |
| 2  | First Savings Bank Custodian For Kenneth Addes IRA   | \$50,000      |
| 3  | Charles Jeremy Ainsworth an unmarried man  | \$100,000     |
| 4  | Adib M. Al-Awar & Ellen A. Al-Awar Trustees of the Al-Awar Living Trust dated 04/05/01   | \$100,000     |
| 5  | August J. Amaral Inc. a Nevada corporation   | \$118,000     |
| 6  | Robert P. Anderson Trustee of the Robert P. Anderson Revocable Living Trust dated 10/22/01   | \$100,000     |
| 7  | Tonia M. Antonacci Family Trust dated 6/26/98  | \$50,000      |
| 8  | Richard Armijo & Sanayha Armijo Trustees for the Armijo Family Trust dated 8/19/1999   | \$100,000     |
| 9  | Eugene Auffert and Maria Teresa Auffert husband and wife as joint tenants with the right of survivorship                                       | \$50,000      |
| 10 | James B. Avanzino an unmarried man   | \$50,000      |
| 11 | Lui A. Avanzino & Audrey L. Avanzino husband & wife as joint tenants with right of survivorship  | \$50,000      |
| 12 | William A. Banos a married man as his sole and separate property & Angel J. Banos an unmarried man as joint tenants with right of survivorship | \$85,000      |
| 13 | Don L. Barnes and Miriam M. Tucker-Barnes husband and wife as joint tenants with right of survivorship   | \$50,000      |
| 14 | Clark R. Bartkowski and Jean P. Bartkowski Trustees of the Bartkowski Family Trust Dated 8/25/1994   | \$100,000     |
| 15 | Mahfoud Beajow & April L. Beajow Trustees of the EBLA Living Trust dtd 01/15/2004  | \$50,000      |
| 16 | B2PW Oregon Partnership  | \$50,000      |
| 17 | Joseph C. Bellan & Verna J. Bellan Trustees of the Joseph C. Bellan & Verna J. Bellan Revocable Living Trust dated 2/4/00                      | \$50,000      |
| 18 | Harriet Bender Trustee of The Bender Family Trust By-Pass Trust dated 7/30/92  | \$100,000     |
| 19 | Robert B. Bender & Paula S. Bender husband & wife as joint tenants with right of survivorship  | \$250,000     |
| 20 | Virgil L. Birgen & La Donna F. Birgen Trustees of the Birgen Charitable Trust dated 8/1/90   | \$100,000     |
| 21 | Gerald L. Bittner Sr. DDS Inc Profit Sharing Plan & Trust dated 1/15/91  | \$100,000     |

|     |   |           |
|-----|---|-----------|
| 209 | Charles B. Plunkett Trustee of The Charles B. Plunkett Revocable Trust<br>DTD 10-25-94                                  | \$100,000 |
| 210 | Morton J. Port a married man dealing with his sole & separate property  | \$50,000  |
| 211 | Patricia L. Port Trustee of the Patricia L. Port Trust dated 1/28/04  | \$50,000  |
| 212 | Hans J. Prakelt an unmarried man  | \$50,000  |
| 213 | Emmeline Punsalan an unmarried woman  | \$50,000  |
| 214 | Dennis Raggi a married man dealing with his sole & separate property  | \$50,000  |
| 215 | Benita M. Rashall a married woman dealing with her sole and separate<br>property  | \$50,000  |
| 216 | Annemarie Rehberger Trustee of the Acres Profit Sharing Plan  | \$50,000  |
| 217 | Stephanie K. Resley an unmarried woman  | \$50,000  |
| 218 | First Savings Bank Custodian For Manuel G. Rice IRA   | \$50,000  |
| 219 | Larry L. Rieger & Patsy R. Rieger Trustees of the Larry L. Rieger &<br>Patsy R. Rieger Revocable Trust dated 8/14/91    | \$100,000 |
| 220 | First Savings Bank Custodian For Brian L. Riley IRA   | \$60,000  |
| 221 | Alan Robinson & Gail Robinson husband & wife as joint tenants with<br>right of survivorship                             | \$70,000  |
| 222 | Michael G. Rogal and Elisabeth Rogal husband and wife joint tenants<br>with the right of survivorship                   | \$100,000 |
| 223 | Rebecca A. Rogers Trustee of the Rebecca A. Rogers Trust dated<br>9/18/96   | \$50,000  |
| 224 | The Wild Water Limited Partnership a Nevada limited partnership   | \$50,000  |
| 225 | Joseph W. Sabia & Victoria L. Sabia husband & wife as joint tenants<br>with right of survivorship                       | \$63,000  |
| 226 | Lionel Saenz and Rosario D. Saenz Trustees of the L and R Saenz<br>Family Trust   | \$50,000  |
| 227 | Taylor Samuels Trustee of the Samuels 1999 Trust  | \$50,000  |
| 228 | Ruth Sanders an unmarried woman   | \$50,000  |
| 229 | Thomas R. Sanford & Anne H. Sanford   | \$50,000  |
| 230 | Nicholas J. Santoro and Juanita Santoro Trustees of the Santoro Family<br>Trust U/T/D 4/29/02                           | \$100,000 |
| 231 | Rugby Associates LLLP a Maryland Limited Liability Limited<br>Partnership   | \$200,000 |
| 232 | Shirley E. Schwartz Trustee of the Shirley E. Schwartz Revocable<br>Living Trust dated 8/19/94                          | \$60,000  |
| 233 | Walter E. Seebach Trustee of the Walter E. Seebach Living Trust dated<br>11/1/85  | \$250,000 |
| 234 | Martin H. Shafron Trustee of the Martin Shafron & Margaret Shafron<br>Revocable Trust                                   | \$200,000 |
| 235 | Althea F. Shef Trustee of the Althea F. Shef Living Trust dated 5/1/03  | \$50,000  |
| 236 | Perry Becker Shirley & Susan A. Shirley Trustees of the Perry Becker<br>Shirley & Susan A. Shirley Living Trust of 1991 | \$50,000  |
| 237 | Leslie P. Siggs a married woman dealing with her sole & separate<br>property  | \$50,000  |

|     |  |              |
|-----|--|--------------|
| 292 | H. Daniel Whitman Trustee of the Whitman Trust dated 12/1/04   | \$50,000     |
| 293 | John L. Willis Jr. an unmarried man  | \$50,000     |
| 294 | Heather Winchester & William Winchester husband and wife as joint tenants with the right of survivorship | \$100,000    |
| 295 | Doris E. Winter Trustee of The Doris E. Winter Trust   | \$50,000     |
| 296 | Arthur Withop & Thelma Withop Trustees of the Kamelot Trust dated 3/9/99                                 | \$50,000     |
| 297 | Roger L. Young an unmarried man payable on death to Christine Ellen Amundson                             | \$50,000     |
| 298 | Janet E. Zak a married woman as her sole & separate property   | \$54,000     |
|     | TOTAL  | \$25,980,000 |

**EXHIBIT F**



When Recorded Return To:  
USA Commercial Mortgage Company  
4484 South Pecos Road  
Las Vegas, NV 89121

### ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to Jasper Benincasa, a married man dealing with his sole and separate property ("Assignee") Fifty Thousand Dollars (\$50,000) of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated March 22, 2005, executed by Del Valle Capital Corporation, Inc. as Trustor, Fidelity National Title Company as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Deed of Trust was recorded on March 30, 2005 as Instrument No. 20050330-1420 in the Official Records of Sacramento County, California. The current Beneficiaries are shown on Exhibit "A" attached hereto.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 6<sup>th</sup> day of April, 2006.

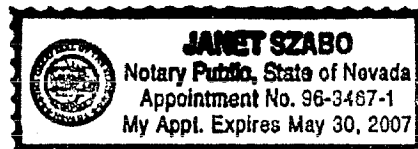
ASSIGNOR: Janis N. Romo, the custodian of Mario West Romo, a minor under UTMA

Janis N. Romo  
Janis N. Romo,  
STATE OF Nevada )  
COUNTY OF Clark ) ss.

On April 6, 2006, before me, Janet Szabo, a Notary Public in and for said State, personally appeared Janis N. Romo,, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Janet Szabo  
Signature



When Recorded Return To:  
 USA Commercial Mortgage Company  
 4484 South Pecos Road  
 Las Vegas, NV 89121

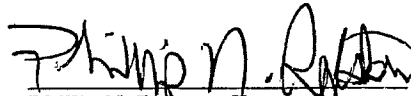
### ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

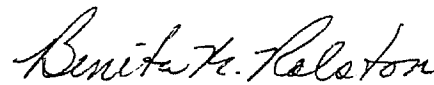
FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **Jasper Benincasa, a married man dealing with his sole and separate property** ("Assignee") **Twenty-five Thousand Dollars (\$25,000)** of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated April 14, 2005 executed by **Fiesta Development, Inc.** Trustor, Orange Coast Title Company as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Deed of Trust was recorded on April 15, 2005 as Instrument No. 2005-0298213 in the Official Records of Riverside County, California.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 7th day of April, 2006.

ASSIGNOR: **Phillip N. Ralston and Benita M. Ralston, Trustees of the Ralston Family Trust, dated 5/16/00**

  
 Phillip N. Ralston, Trustee

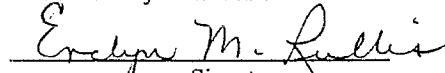
  
 Benita M. Ralston, Trustee

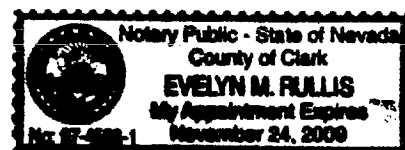
STATE OF NEVADA )  
 ) ss.  
 COUNTY OF CLARK )

On APRIL 7, 2006, before me, EVELYN M. RULLIS, a Notary Public in and for said State, personally appeared **Phillip N. Ralston, Trustee of the Ralston Family Trust, dated 5/16/00**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

(Seal)

WITNESS my hand and official seal.

  
 Signature  
 (additional notary acknowledgment follows)



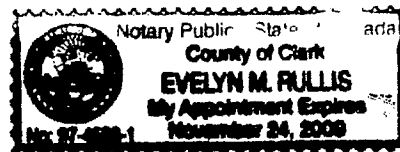
STATE OF NEVADA )  
 ) ss.  
COUNTY OF CLACK )

On APRIL 7, 2006, before me, EVELYN M. RULLIS, a Notary Public in and for said State, personally appeared **Benita M. Ralston, Trustee of the Ralston Family Trust, dated 5/16/00**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

(Seal)

WITNESS my hand and official seal.

Evelyn M. Rullis  
Signature



**EXHIBIT G**

When Recorded Return To:  
USA Commercial Mortgage Company  
4484 South Pecos Road  
Las Vegas, NV 89121

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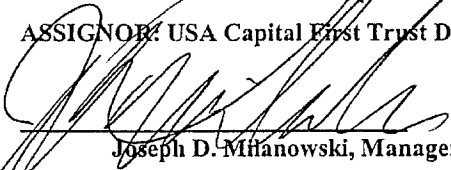
**ASSIGNMENT OF BENEFICIAL INTEREST  
IN DEED OF TRUST**

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **Jasper Benincasa Jr.**, a married man dealing with his sole and separate property ("Assignee"), **Thirty Five Thousand Dollars (\$35,000)** of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein, "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated June 6, 2005, executed by, **John E. King and Carole D. King** as Trustor, First American Title Insurance company as Trustee, in favor of those persons listed on Exhibit "A" thereto as beneficiaries. The Deed of Trust was recorded on July 1, 2005 as Instrument No. 2005054313, in the Official Records of San Luis Obispo County, California.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 10 day of April, 2006.

ASSIGNOR: **USA Capital First Trust Deed Fund**

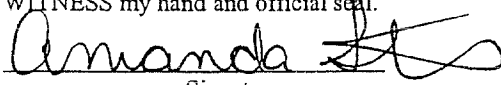
  
\_\_\_\_\_  
**Joseph D. Milanowski, Manager**

STATE OF Nevada )  
 ) ss.  
COUNTY OF Clark )

On April 10, 2006, before me, Amanda Stevens, a Notary Public in and for said State, personally appeared **Joseph D. Milanowski Manager of the USA Capital First Trust Deed Fund**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

(Seal)

WITNESS my hand and official seal.

  
\_\_\_\_\_  
Signature

